

EXHIBIT D

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

CANDY M. SOUSA, on behalf of herself)
and all others similarly situated,)

Plaintiff,)

v.)

Civil Action No. 3:04-CV-30022 (MAP)

WAVE SYSTEMS CORPORATION,)
JOHN E. BAGALAY, JR., STEVEN K.)
SPRAGUE, and GERARD T. FEENEY,)

Defendants.)

YOSEF STREICHER, on behalf of himself)
and all others similarly situated,)

Plaintiff,)

v.)

Civil Action No. 3:04-CV-30026 (MAP)

WAVE SYSTEMS CORPORATION,)
JOHN E. BAGALAY, JR., STEVEN K.)
SPRAGUE, and GERARD T. FEENEY,)

Defendants.)

[Captions continued on next page]

**JOINT DECLARATION IN SUPPORT OF THE BRUMBAUGH PLAINTIFF GROUP'S
MOTION TO CONSOLIDATE ACTIONS,
TO BE APPOINTED LEAD PLAINTIFFS AND FOR APPROVAL OF LEAD
PLAINTIFFS' SELECTION OF LEAD COUNSEL AND LIAISON COUNSEL**

RAFAT DAWOD, individually and on)
behalf of all others similarly situated,)

Plaintiff,)

v.)

Civil Action No. 3:04-CV-30029 (MAP)

WAVE SYSTEMS CORPORATION,)
STEVEN K. SPRAGUE, and GERARD T.)
FEENEY,)

Defendants.)

ALVIN CHESS, individually and on behalf)
all others similarly situated,)

Plaintiff,)

v.)

Civil Action No. 3:04-CV-30037 (MAP)

WAVE SYSTEMS CORPORATION,)
STEVEN K. SPRAGUE, and GERARD T.)
FEENEY,)

Defendants.)

MICHAEL VICKER, on behalf of himself)
and all others similarly situated,)

Plaintiff,)

v.)

Civil Action No. 3:04-CV-30040 (MAP)

WAVE SYSTEMS CORPORATION,)
JOHN E. BAGALAY, JR., STEVEN K.)
SPRAGUE, and GERARD T. FEENEY,)

Defendants.)

[Captions continued on next page]

H. MARTIN BOHMAN, individually and
on behalf of all others similarly situated,

Plaintiff,

v.

WAVE SYSTEMS CORPORATION,
STEVEN K. SPRAGUE, and GERARD T.
FEENEY,

Defendants.

Civil Action No. 3:04-CV-30041 (MAP)

JIMMY SUO, on behalf of himself and all
others similarly situated,

Plaintiff,

v.

WAVE SYSTEMS CORPORATION,
STEVEN K. SPRAGUE, and GERARD T.
FEENEY,

Defendants.

Civil Action No. 3:04-CV-30042 (MAP)

JACK SCHULMAN, individually and on
behalf of all others similarly situated,

Plaintiff,

v.

WAVE SYSTEMS CORPORATION,
STEVEN K. SPRAGUE, and GERARD T.
FEENEY,

Defendants.

Civil Action No. 3:04-CV-30043 (MAP)

This joint declaration is made by and on behalf of Anne Brumbaugh, Gary L. Harmon and Randy K. Griffin (collectively, the “Brumbaugh Plaintiff Group”). This declaration is made in

support of the Brumbaugh Plaintiff Group's Motion To Consolidate Actions, To Be Appointed Lead Plaintiffs And For Approval Of Lead Plaintiffs' Selection Of Lead Counsel And Liaison Counsel (the "Brumbaugh Plaintiff Group's Motion"). We have personal knowledge of the facts set forth herein and, if called as a witness, could and would testify competently thereto.

1. As evidenced by each of our respective Certifications filed with the Brumbaugh Plaintiff Group's Motion, each member of the Brumbaugh Plaintiff Group purchased Wave Systems Corporation ("Wave Systems") securities during the Class Period, and suffered substantial losses as a result.

2. The Brumbaugh Plaintiff Group understands that each of its members could have sought lead plaintiff status either individually or together with others, or could have taken no action and remained an absent class member. We endeavor to continue to provide fair and adequate representation and to continue to work together and with our selected counsel to obtain the largest recovery for the class consistent with good faith and sound judgment.

3. We also understand that we have the right to select counsel as part of the lead plaintiff process. In connection therewith, we selected and made a considered judgment in selecting Schiffrin & Barroway, LLP, which is experienced and qualified to represent us and the class in this action.

4. We have conferred with our selected class counsel in connection with our joint prosecution of the litigation and intend to continue to do so. We believe that as a group we have implemented procedures to provide for efficient prosecution of the action, including a regular schedule to discuss and evaluate the action as it progresses, receipt and review of all relevant filings with this Court, as well as a mechanism to resolve disputes in the unlikely event we are unable to reach consensus on a given issue.

We declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

April 1, 2004


Anne Brumbaugh

April __, 2004

Gary L. Harmon

April __, 2004

Randy K. Griffin

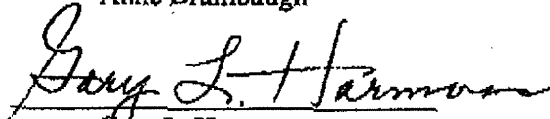
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April __, 2004

Anne Brumbaugh

April 1, 2004



Gary L. Harmon

April __, 2004

Randy K. Griffin

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We declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

April __, 2004

Anne Brumbaugh

April __, 2004

Gary L. Harmon

April 1, 2004



Randy K. Griffin